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**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.**

## **BARCLAYS PLC**

*(Incorporated with limited liability in England and Wales, registered number 00048839)*  
(the "**Issuer**")

to all holders of certain securities outstanding as set out in the table under the heading "*The Securities*" below  
(each a "**Series**" and, together, the "**Securities**")

On 23 November 2020, the Issuer announced an invitation to Holders of each respective Series of Securities to consent to the approval by Extraordinary Resolution at the relevant Meeting, of the modifications referred to in the relevant Extraordinary Resolution set out in the Notice of the Meeting previously notified to Holders in accordance with the terms of the relevant Trust Deed. The Extraordinary Resolution for each Series relates to the relevant Proposal to make certain amendments to the method of calculating any interest payable in respect of such Series due to the expected discontinuation of LIBOR, as further described in the consent solicitation memorandum dated 23 November 2020 (the "**Consent Solicitation Memorandum**").

The Issuer has today given a Notice of Separate Holder Adjourned Meetings in respect of the Securities following the adjournment of each separate Meeting held on 16 December 2020 due to lack of quorum in respect of the USD 7.875% AT1 Securities, the Sterling 7.250% AT1 Securities and the Sterling 5.875% AT1 Securities and the Eligibility Condition not being satisfied in respect of the Sterling 7.875% AT1 Securities.

In light of the ongoing developments in relation to the Coronavirus (COVID-19), and current guidance issued by the UK Government, it may become impossible or inadvisable to hold each relevant adjourned Meeting at a physical location. Accordingly, in accordance with the provisions of the relevant Trust Deed, the Issuer has requested that the Trustee prescribe appropriate regulations regarding the holding of the relevant adjourned Meeting via teleconference. Each separate adjourned Meeting convened by the Issuer will be held by teleconference platform on the dates set out in this announcement. The Issuer will take appropriate steps to ensure that only those who would otherwise be entitled to attend and vote at a physical meeting will be entitled to attend the teleconference.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Consent Solicitation Memorandum.

### **THE SECURITIES**

<b>ISIN</b>	<b>Description</b>	<b>Outstanding principal amount</b>	<b>Outcome of the Meeting</b>
XS1274156097	£1,000,000,000 7.875 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2022 and Every Five Years Thereafter) (the " <b>Sterling 7.875% AT1 Securities</b> ")	£1,000,000,000	Adjourned Meeting
XS1481041587	U.S.\$1,500,000,000 7.875 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2022 and Every Five Years Thereafter) (the " <b>USD 7.875% AT1 Securities</b> ")	U.S.\$1,500,000,000	Adjourned Meeting
XS1571333811	£1,250,000,000 7.250 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2023 and Every Five Years Thereafter) (the " <b>Sterling 7.250% AT1 Securities</b> ")	£1,250,000,000	Adjourned Meeting

<u>ISIN</u>	<u>Description</u>	<u>Outstanding principal amount</u>	<u>Outcome of the Meeting</u>
XS1658012023	£1,250,000,000 5.875 per cent. Fixed Rate Resetting Perpetual Subordinated Contingent Convertible Securities (Callable 2024 and Every Five Years Thereafter) (the "Sterling 5.875% AT1 Securities")	£1,250,000,000	Adjourned Meeting

(The Sterling 7.875% AT1 Securities, the Sterling 7.250% AT1 Securities and the Sterling 5.875% AT1 Securities, together, the "Sterling AT1 Securities")

### 1. NOTICE OF THE ADJOURNED MEETINGS IN RESPECT OF THE SECURITIES

The Notice of Separate Holder Adjourned Meetings will be available for viewing at the following website:

[http://www.rns-pdf.londonstockexchange.com/rns/8978I\\_1-2020-12-16.pdf2](http://www.rns-pdf.londonstockexchange.com/rns/8978I_1-2020-12-16.pdf2).

### SUMMARY OF ADJOURNED MEETING PROCEDURES

**Instructions submitted prior to the time and date of this announcement and in accordance with the Consent Solicitation Memorandum shall remain effective. Any Holder may elect to revoke any Consent Instruction or Ineligible Holder Instructions (as applicable) previously submitted in respect of the relevant Consent Solicitation provided such revocation is validly made and received by the Tabulation Agent and the Registrar on or prior to the relevant Adjourned Expiration Deadline (as defined below).**

No consent fee will be payable in connection with the Consent Solicitations.

### 3. INDICATIVE TIMETABLE FOR THE ADJOURNED MEETINGS

*Set out below is an indicative timetable showing one possible outcome for the timing of the Adjourned Meetings and Consent Solicitations, which will depend, among other things, on timely receipt (and non-revocation) of instructions, the rights of the Issuer (where applicable) to extend, waive any condition of, amend and/or terminate any Consent Solicitations (other than the terms of the relevant Extraordinary Resolution) as described in the Consent Solicitation Memorandum and the passing of each Extraordinary Resolution at the adjourned Meeting for the relevant Series. Accordingly, the actual timetable may differ significantly from the timetable below.*

<u>Date/Time</u>	<u>Action</u>
<b>16 December 2020</b>	<b>Notice of Adjourned Meetings</b>
(At least 10 clear days before the adjourned Meetings)	<p>1. Notice of the adjourned Meetings to be delivered to the Clearing Systems.</p> <p>Notice of the adjourned Meetings released through the regulatory news service of the London Stock Exchange.</p> <p>Notice of the adjourned Meetings released through the official notices service of the SIX Swiss Exchange in relation to the adjourned meetings in respect of the Securities.</p> <p>Electronic copies of the Consent Solicitation Memorandum to be available from the Tabulation Agent and electronic copies of the Holder Information (as defined in the Notice of Separate Holder Adjourned Meetings) to be available upon request from the Principal Paying Agent.</p> <p>From this date, Holders (who have not previously made the relevant arrangements in connection with the initial Meeting) may arrange for Securities held by Euroclear and/or Clearstream, Luxembourg in their accounts to be blocked in such accounts and held to the order and under the control of the Registrar in order to obtain a form of proxy (or a document to that effect) or give valid Consent Instructions or Ineligible Holder Instructions, to the Tabulation Agent.</p>

<u>Date/Time</u>	<u>Action</u>
	<b><i>Sterling AT1 Securities Adjourned Expiration Deadline</i></b>
<p><b>By 5.00 p.m. (London time) (6.00 p.m. CET) on 24 December 2020</b></p> <p>(the "Sterling AT1 Securities Adjourned Expiration Deadline")</p> <p><i>(48 hours before the adjourned Meeting exclusive of the day on which the adjourned Meeting is held)</i></p>	<p>2. Final time by which Holders of any Sterling AT1 Securities have arranged for:</p> <p>(i) obtaining a form of proxy (or a document to that effect) from the Registrar in order to attend (via teleconference) and vote at the relevant adjourned Meeting; or</p> <p>(ii) receipt by the Tabulation Agent of valid Consent Instructions or Ineligible Holder Instructions in accordance with the procedures of Euroclear and/or Clearstream, Luxembourg.</p> <p>Consent Instructions or Ineligible Holder Instructions (as applicable) received by the Tabulation Agent after the Sterling AT1 Securities Adjourned Expiration Deadline will not count towards the voting at the relevant adjourned Meeting and the Tabulation Agent shall not be appointed as proxy for such Holders to attend the relevant adjourned Meeting and to vote in respect of the Extraordinary Resolution in respect of the relevant Sterling AT1 Securities.</p> <p>This will also be the deadline for making any other arrangements to attend (via teleconference) or be represented or to vote at the relevant adjourned Meeting.</p> <p>3. Final time by which Holders of any Sterling AT1 Securities have given notice to the Tabulation Agent (via the relevant Clearing Systems) of any intended revocation of, or amendment to, Consent Instructions or Ineligible Holder Instructions previously given by them.</p>
<p><b>From 10.00 a.m. (London time) (11.00 a.m. CET) on 31 December 2020</b></p>	<p><b><i>Holders' Adjourned Meetings Held in respect of the Sterling AT1 Securities</i></b></p> <p>4. The adjourned Meeting in respect of:</p> <p>(i) Sterling 7.875% AT1 Securities will commence at 10.00 a.m. (London time) (11.00 a.m. CET);</p> <p>(ii) Sterling 7.250% AT1 Securities will commence at 10.15 a.m. (London time) (11.15 a.m. CET) or after the completion of the Sterling 7.875% AT1 Securities Meeting (whichever is later); and</p> <p>(iii) Sterling 5.875% AT1 Securities will commence at 10.30 a.m. (London time) (11.30 a.m. CET) or after the completion of the Sterling 7.250% AT1 Securities Meeting (whichever is later).</p> <p><b><i>USD 7.875% AT1 Securities Adjourned Expiration Deadline</i></b></p>
<p><b>By 5.00 p.m. (London time) (6.00 p.m. CET) on 12 January 2021</b></p> <p>(the "USD 7.875% AT1 Securities Adjourned Expiration Deadline" and together with the Sterling AT1 Securities Adjourned Expiration Deadline,</p>	<p>5. Final time by which Holders of the USD 7.875% AT1 Securities have arranged for:</p> <p>(i) obtaining a form of proxy (or a document to that effect) from the Registrar in order to attend (via teleconference) and vote at the relevant adjourned Meeting; or</p> <p>(ii) receipt by the Tabulation Agent of valid Consent Instructions or Ineligible Holder Instructions in accordance with the procedures of Euroclear and/or Clearstream, Luxembourg.</p> <p>Consent Instructions or Ineligible Holder Instructions (as applicable) received by the Tabulation Agent after the USD 7.875% AT1 Securities Adjourned</p>

<u>Date/Time</u>	<u>Action</u>
<p>each, an "<b>Adjourned Expiration Deadline</b>")</p> <p><i>(48 hours before the adjourned Meeting exclusive of the day on which the adjourned Meeting is held)</i></p>	<p>Expiration Deadline will not count towards the voting at the USD 7.875% AT1 Securities adjourned Meeting and the Tabulation Agent shall not be appointed as proxy for such Holders to attend the adjourned Meeting and to vote in respect of the Extraordinary Resolution in respect of the USD 7.875% AT1 Securities.</p> <p>This will also be the deadline for making any other arrangements to attend (via teleconference) or be represented or to vote at the USD 7.875% AT1 Securities adjourned Meeting.</p>
<p>6.</p>	<p>Final time by which Holders of any USD 7.875% AT1 Securities have given notice to the Tabulation Agent (via the relevant Clearing Systems) of any intended revocation of, or amendment to, Consent Instructions or Ineligible Holder Instructions previously given by them.</p>
<p><b>At 12.00 p.m. (London time) (1.00 p.m. CET) on 15 January 2021</b></p>	<p><b><i>Holders' Adjourned Meeting Held in respect of the USD 7.875% AT1 Securities</i></b></p> <p>7. The adjourned Meeting in respect of the USD 7.875% AT1 Securities will commence at 12.00 p.m. (London time) (1.00 p.m. CET).</p>
<p><b>If the relevant Extraordinary Resolution is passed at the relevant adjourned Meetings:</b></p>	
<p><b><i>Announcement of results of adjourned Meetings</i></b></p>	
<p><b>As soon as reasonably practicable after the relevant adjourned Meetings</b></p>	<p>8. Announcement of (i) the results of the adjourned Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition released on the regulatory news service of the London Stock Exchange.</p> <p>Delivery of notice of (i) the results of the adjourned Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition to the Clearing Systems for communication to their account holders.</p> <p>Announcement of (i) the results of the adjourned Meetings and (ii) if the relevant Extraordinary Resolution is passed, satisfaction (or not) of the Eligibility Condition released on the official notices service of the SIX Swiss Exchange.</p>
<p><b>Effective Date</b></p>	<p>9. If the relevant Extraordinary Resolution is passed at the relevant adjourned Meeting and the Eligibility Condition is satisfied, the relevant Supplemental Trust Deed will be executed by the Issuer and the Trustee and the modifications to the Conditions of the relevant Series described in the Consent Solicitation Memorandum will be implemented with effect from on or around 31 December 2020 (in respect of each of the Sterling AT1 Securities) and on or around 15 January 2021 (in respect of the USD 7.875% AT1 Securities), each being the Effective Date applicable to such Securities.</p>

**Holders are advised to check with any bank, securities broker or other intermediary through which they hold Securities when such intermediary would need to receive instructions from a Holders in order for that Holders to be able to participate in, or revoke their instruction to participate in, the relevant Consent Solicitation before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and revocation of Consent Instructions or Ineligible Holder Instructions (as applicable) may be earlier than the relevant deadlines specified above.**

## DOCUMENTS AVAILABLE FOR INSPECTION

Electronic copies of (i) the Consent Solicitation Memorandum, (ii) the Notice of the Adjourned Meetings, (iii) the current drafts of each Supplemental Trust Deed and (iv) any other ancillary documents being provided pursuant to the relevant Proposal are available for inspection by Holders, upon request from the Principal Paying Agent and the Tabulation Agent during normal business hours on any week day (public holidays excepted) up to and including the date of the relevant adjourned Meeting, provided that, in each case a Holder will be required to produce evidence satisfactory to the Principal Paying Agent or the Tabulation Agent (as applicable) as to his or her status as a Holder before being provided with copies of the Holder Information.

Further information relating to the Consent Solicitations can be obtained directly from the Solicitation Agent or the Tabulation Agent:

### **The Solicitation Agent**

Barclays Bank PLC (in its capacity as Solicitation Agent), 5 The North Colonnade, London E14 4BB, United Kingdom  
(Attention: Liability Management Group, Telephone: +44 20 3134 8515, Email: [eu.lm@barclays.com](mailto:eu.lm@barclays.com))

### **The Tabulation Agent**

Lucid Issuer Services Limited, Tankerton Works, 12 Argyle Walk, London WC1H 8HA, United Kingdom  
(Attention: Arlind Bytyqi / Jacek Kusion, Telephone: +44 20 7704 0880, Email: [barclays@lucid-is.com](mailto:barclays@lucid-is.com))

### **The Principal Paying Agent**

The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom  
(Attention: Conventional Debt Team 1, Email: [corpsov1@bnymellon.com](mailto:corpsov1@bnymellon.com))

### **The Registrar**

The Bank of New York Mellon SA/NV, Luxembourg Branch, 2-4 Rue Eugène Ruppert, 2453 Luxembourg  
(Attention: CT Corporate Admin, Email: [LUXMB\\_SPS@bnymellon.com](mailto:LUXMB_SPS@bnymellon.com))

This Notice is given by:

### **BARCLAYS PLC**

Dated 16 December 2020

**DISCLAIMER:** This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to any Consent Solicitation. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitations or the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustee, the Registrar or the Principal Paying Agent expresses any opinion about the terms of the Consent Solicitation or the Extraordinary Resolution. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustee, the Registrar or the Principal Paying Agent makes any recommendation whether Holders should participate in the relevant Consent Solicitation or otherwise vote in respect of the relevant Extraordinary Resolution.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.